

**Exhibit 3**

# **EXHIBIT 3**

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**Broker: Lipp CDS Inc.**  
**Agent: Deron M. Conway**  
**California Salesperson #00997963**

**CLIENT REGISTRATION AND COMMISSION AGREEMENT**

The purpose of this Agreement is to set forth a mutual understanding between **Lipp CDS, Inc.** ("Broker") and **Big Lots Stores – PNS, LLC** ("Seller") or assignee with regards to the payment of a commission to Broker for broker services rendered, if a sale is consummated between the below listed client of Broker and Seller, for the real property located at:

**Big Lots Store # 4107**  
**6351 Westminster Blvd.**  
**Westminster, CA 92683**

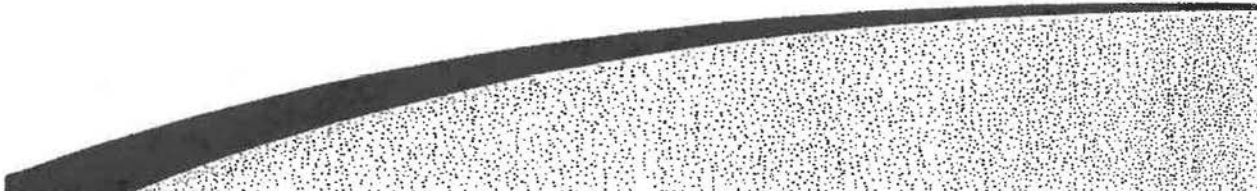
This Agreement is regarding the below listed Client and/or their Assignees:

**BBIG Holdings, LLC**

In the event that escrow closes between Client (which term shall include any assignee, nominee, affiliate or successor to the party first identified as the Client) and Seller (which term shall include any assignee, nominee, affiliate, representative or successor to the party first identified as the Seller), Seller agrees to pay a fee for service to Broker in an amount equal to One Hundred Eighty Thousand Dollars (\$180,000.00). Said fee shall be due and payable to Broker upon close of escrow and paid by the title company from the proceeds of the sale.

In the event that all or any portion of the fee is not paid within seven (7) days of the close of escrow, interest shall accrue thereon from the due date until paid at the rate of five (5) % per annum. In the event of any dispute or breach under the terms hereof, the prevailing party shall be entitled to recover its costs and reasonable attorney's fees incurred in enforcing its rights hereunder.

The undersigned warrant that they're an officer of Seller and have the authority to execute this Agreement. The terms, provisions, covenants, and conditions contained in this agreement shall apply to, bind and inure to the benefit of the successors and assigns of Broker and Big Lots Stores – PNS, LLC ("Seller").



9121 W Russell Rd Suite 111 | Las Vegas, NV 89148  
(P) 702.363.3100 | (F) 702.363.0450 | [www.rofcre.com](http://www.rofcre.com)

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**Disclosure of Agency:**

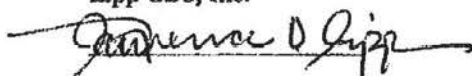
Pursuant to California Real Estate Division rules, it is disclosed and understood that Broker represents the Client (Buyer) in this transaction and is accepting compensation from the Seller who is representing itself.

This Agreement shall expire on February 1, 2024.

Receipt of copy of this Agreement is hereby acknowledged.

AGREED this 3 day of February 2023

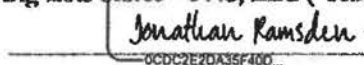
Lipp CDS, Inc.



BY: Larry Lipp

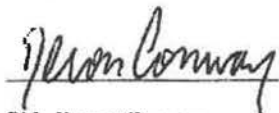
TTS: Broker

Big Lots Stores ~~LLC~~ LLC ("Seller")



BY: Jonathan Ramsden

TTS: EVP, CF&AO



BY: Deron Conway

TTS: Agent/Salesperson